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DEC 8 1998

WISCONSIN
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLIANT INDUSTRIES, INC.

The undersigned authorized officer of Alliant Industries, Inc., a Wisconsin corporation (the "Corporation") incorporated under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, hereby certifies in accordance with all applicable provisions of the Wisconsin Business Corporation Law as described below:

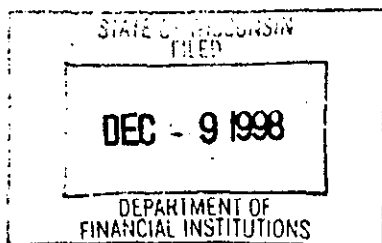
1. The name of the Corporation prior to any change effected by these Articles of Amendment is Alliant Industries, Inc.
2. Article 1 of such Corporation's Amended Articles of Incorporation is amended and restated in its entirety to read as follows:

"Article 1. The name of the Corporation is Alliant Energy Resources, Inc."

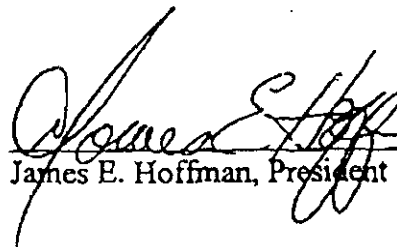
3. The Amendment was adopted by the Board of Directors and Shareholders as of November 18, 1998. in accordance with Chapter 180.1003.

IN WITNESS WHEREOF, the undersigned has executed and subscribed these Articles of Amendment on behalf of the Corporation and does affirm the foregoing as true as of the 18th day of November, 1998.

ALLIANT INDUSTRIES, INC.
(to be known as Alliant Energy Resources, Inc.)



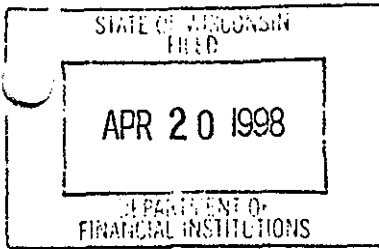
By:


James E. Hoffman, President

SRS

JRS

This instrument was drafted by and should be returned to Attorney Steven R. Suleski, Alliant Services Company, Post Office Box 192, Madison, Wisconsin 53701-0192.



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APR 20 1998

WISCONSIN
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ARTICLES OF MERGER

**MERGING
IES DIVERSIFIED INC.**

(an Iowa corporation)

WITH AND INTO

HEARTLAND DEVELOPMENT CORPORATION

(a Wisconsin corporation)

ARTICLES OF MERGER executed as of this 20th day of April, 1998, by and between Heartland Development Corporation, a Wisconsin corporation (hereinafter referred to as the "Survivor"), and IES Diversified Inc., an Iowa corporation (hereinafter referred to as the "Merging Corporation"), approved in accordance with Section 180.1107 of the Wisconsin Business Corporation Law ("WBCL") and Section 490.1107 of the Iowa Business Corporation Act ("IBCA").

ARTICLE I

The respective Boards of Directors of the Survivor and the Merging Corporation, in accordance with their respective Articles of Incorporation and Bylaws and Sections 180.1101 and 180.1107 of the WBCL and Sections 490.1101 and 490.1107 of the IBCA, each adopted resolutions adopting and approving a Plan of Merger (the "Plan of Merger"), a true and correct copy of which is attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE II

The authorized capital stock of the Survivor currently consists of 2,800 shares of common stock, no par value ("Survivor Common Stock"), of which 100 shares were issued and outstanding (and entitled to one vote) at the close of business on September 24, 1997, the record date for the determination of holders of Survivor Common Stock entitled to notice of and to vote on the Plan of Merger. The authorized capital stock of the Merging Corporation consists of 1,000,000 shares of common stock, no par value ("Merging Corp. Common Stock"), of which 1,000 shares were issued and outstanding (and entitled to one vote) at the close of business on January 27, 1998, the record date for determination of holders of Merging Corp. Common Stock entitled to notice of and to vote on the Plan of Merger.

ARTICLE III

In accordance with Section 180.1103 of the WBCL and Section 490.1103 of the IBCA, the respective shareholders of the Survivor and the Merging Corporation each approved

by unanimous written consent as of September 24, 1997 and January 27, 1998, respectively, the Plan of Merger by the following votes:

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Votes per Share</u>	<u>Vote on Approval</u>	
			<u>Number of Affirmative Votes Cast</u>	<u>Number of Affirmative Votes Required</u>
Survivor Common Stock	100	1	100	51
Merging Corp. Common Stock	1,000	1	1,000	501

ARTICLE IV

In accordance with Section 490.1107 of the IBCA, the Secretary of State of the State of Iowa is appointed as agent of Survivor for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation (there being none). The Survivor agrees that it will promptly pay to the dissenting shareholders of the Merging Corporation (there being none) the amount, if any, to which they are entitled under Division XIII of the IBCA.


ARTICLE V

These Articles of Merger shall be effective, and the merger of Merging Corporation with and into the Survivor shall take effect, as of 12:30 a.m., Central Time, on Tuesday, April 21, 1998.

IN WITNESS WHEREOF, the undersigned Survivor and Merging Corporation have executed these Articles of Merger in duplicate as of the date written above.


IES DIVERSIFIED INC.
("Merging Corporation")

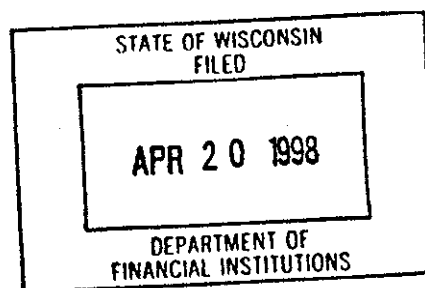
By:


Name: James E. Hoffman
Title: Vice President

**HEARTLAND DEVELOPMENT
CORPORATION**
("Survivor")

By:


Name: Erroll B. Davis, Jr.
Title: Chairman



This document was drafted by, and a copy hereof should be returned to, Russell E. Ryba of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5367.

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of April 20, 1998 (the "Plan of Merger"), is entered into by and between Heartland Development Corporation, a Wisconsin corporation ("HDC"), and IES Diversified Inc., an Iowa corporation ("Diversified").

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the parties hereto, intending to be legally bound hereby, agree to as follows:

ARTICLE I

THE MERGER

1.01. The Merger. Subject to the terms and conditions of this Plan of Merger, Diversified shall be merged with and into HDC (the "Merger") in accordance with and with the effect as provided in the Wisconsin Business Corporation Law (the "WBCL") and the Iowa Business Corporation Act (the "IBCA"). HDC shall be the surviving corporation in the Merger (sometimes hereafter referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Wisconsin. The separate corporate existence of Diversified shall cease.

1.02. Effective Time of the Merger. Subject to the provisions of this Plan of Merger, articles of merger (the "Articles of Merger") shall be duly prepared and executed by or on behalf of Diversified and HDC and thereafter delivered to the Secretary of State of the State of Iowa and the Department of Financial Institutions of the State of Wisconsin for filing, as provided in the IBCA and the WBCL, as soon as practicable after the execution of this Plan of Merger. The Merger shall become effective at the time specified in the Articles of Merger filed with the Secretary of State of the State of Iowa and the Department of Financial Institutions of the State of Wisconsin (the "Effective Time").

1.03. Articles of Incorporation and By-Laws of the Surviving Corporation. At the Effective Time, (i) the Articles of Incorporation of HDC in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation; (ii) the By-Laws of HDC in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.

1.04. Directors and Officers of the Surviving Corporation. The directors and officers of HDC at the Effective Time shall, from and after the Effective Time, continue as the directors and officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal.

ARTICLE II

CANCELLATION OF SHARES

2.01. Conversion of IES Common Stock. At the Effective Time, in accordance with the terms and conditions set forth in this Plan of Merger, and by virtue of the Merger and without any action on the part of any holder of shares of Common Stock, no par value, of Diversified ("Diversified Common Stock"), each share of Diversified Common Stock issued and outstanding immediately prior to the Effective Time (all of which are owned beneficially and of record by

Interstate Energy Corporation, the parent corporation of HDC and Diversified) shall be converted into the right to receive one (1) share of Common Stock, no par value, of HDC ("HDC Common Stock").

2.02. No Effect on HDC Common Stock. The shares of HDC Common Stock issued and outstanding immediately prior to the Effective Time shall not be affected in any manner by virtue of the Merger and, immediately after the Merger, shall remain issued and outstanding and owned by Interstate Energy Corporation.

ARTICLE III

GENERAL PROVISIONS

3.01. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall constitute one and the same instrument.

3.02. Headings. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

HEARTLAND DEVELOPMENT CORPORATION
("HDC")

By: _____

Chairman

Attest: _____

IES DIVERSIFIED INC.
("Diversified")

By: _____

Vice President

Attest: _____

STATE OF WISCONSIN
FILED

APR 20 1998

DEPARTMENT OF
FINANCIAL INSTITUTIONS

APR 22 1998
WISCONSIN
1998

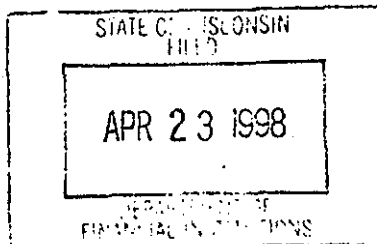
**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEARTLAND DEVELOPMENT CORPORATION**


1. The name of the Corporation is Heartland Development Corporation.
2. Article 1 of the Corporation's Articles of Incorporation is hereby amended in its entirety to provide as follows:

The name of the corporation is Alliant Industries, Inc.

3. The foregoing amendment to the Corporation's Articles of Incorporation was submitted to the Corporation's shareholders by the Board of Directors of the Corporation and was adopted by such shareholders on April 21, 1998, in accordance with Section 180.1003 of the Wisconsin Business Corporation Law.

Executed on behalf of the Corporation as of this 22nd day of April, 1998.





Erroll B. Davis, Jr.
Chief Executive Officer

This instrument was drafted by, and should be returned to, Russell E. Ryba of the firm of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5367.

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under the "Wisconsin Business Corporation Law", Chapter 180 of the Wisconsin Statutes:

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Article 1.

The name of the corporation is Heartland Development Corporation

Article 2.

The period of existence shall be perpetual.

Article 3.

The purposes shall be to engage in any lawful activities authorized by Chapter 180 of the Wisconsin Statutes.

Article 4.

The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, with a class, is:

<u>Class</u>	<u>Series (If any)</u>	<u>Number of shares</u>	<u>Par value per share or statement that shares are without par value</u>
Common	---	2,800	No Par.

Article 5.

The preferences, limitation, designation, and relative rights of each class or series of stock, are

Article 6.

The initial registered office is located in -----Dane----- County, Wisconsin, and the address of such registered office is

222 West Washington Avenue
Madison, Wisconsin 53703

The complete address, including street and number, if assigned, and the ZIP code, must be stated.

Article 7.

Name of initial registered agent at such address is Eugene O. Gehl.

REGISTER'S OFFICE
DANE COUNTY, WI. SS
RECORDED ON
JAN 11 7 57 AM '88
CAROL R. MAHNE
REGISTER OF DEEDS

- See instructions and suggestions elsewhere on the form -

(Select and use ONLY ONE of the following Article 8, and strike out the one you do not use.)

Article 8.

The number of directors constituting the board of directors shall be fixed by by-law.

OR

Article 8.

The number of directors constituting the board of directors shall be

.....

~~Article 9. (Use of Article 9 is optional - see instructions)~~

~~The names of the initial directors are:~~

~~Article 10. (Other provisions)~~

Article ~~11~~ 9.

These articles may be amended in the manner authorized by law at the time of amendment.

Article ~~12~~ 10.

The name and address of incorporator ~~(or incorporators)~~ are:

NAME

ADDRESS

(street & number, city, state & ZIP code)

1) William D. Harvey

1521 Windfield Way
Middleton, WI 53562

2)

3)

4)

Executed in duplicate on the 31st day of December, 1987

All incorporators

SIGN HERE

William D. Harvey
William D. Harvey

STATE OF WISCONSIN

VOL 10091 PAGE 35

SS.

County of

Personally came before me this 31st day of December A.D., 19 87 the
aforenamed incorporator(s) (1) William D. Harvey
(2) _____ (3) _____ (4) _____
to me known to be the person(s) who executed the foregoing instrument, and acknowledged the
same.

My commission
expires 7-1-90

Sandra L. Turk
Notary Public

Notarial
Seal

NOTARY: In completing the above section, please specifically name the individual(s) whose
signature(s) you are witnessing. The name(s) you cite should agree in every particular with the
printed or typewritten name(s) as they appear in Article 12. Use your official notarial seal.

This document was drafted by William D. Harvey (See instructions)
(Name of person — please print or type) STATE OF WISCONSIN
FILED

INSTRUCTIONS AND SUGGESTIONS

JAN 06 1988

CONTENT OF THE FORM

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

- A. *Article 1.* The name must contain "Corporation", "Incorporated", or "Limited" or the abbreviation of one of those words.
- B. *Article 2.* Insert "perpetual" or insert any limitation desired, but not "indefinite".
- C. *Article 3.* You may strike out the imprinted purposes clause and substitute a clause to cite particular purposes, should you so desire. (The statute expressly states that it is not necessary to enumerate the powers.)
- D. *Article 4.* For the minimum filing fee, you may authorize 2,800 shares of no par value stock, or \$56,000 of par value stock. Some quantity of capital stock is to be authorized. See instructions on "Filing fees"
- E. *Article 5.* This means, in substance, that this article must show all the rights, privileges, and restrictions as between classes of stock and as between series of stock in any class. If desired, a provision may be inserted authorizing the directors to fix the variations in rights as to series of any class. If none, so specify.
- F. *Articles 6 & 7.* The corporation must have a registered office in Wisconsin and a registered agent at such office. This office need not be the same as the corporation's place of business, but it must be the business office of the registered agent. The address of the registered office must be physically described, i.e., give the street name and number, when assigned, and city and ZIP code in Wisconsin, and the county within which the office is located. P.O. Box addresses may also be included for mailing purposes, BUT ARE INSUFFICIENT ALONE!
- G. *Article 9.* Sec. 180.32 (1) provides that the initial board of directors may be named in the articles of incorporation. If you do not name the initial board, strike out article 9.
- H. *Article 10.* Provided as a place in which to insert any desired material such as restricting preemptive rights, stock transfer restrictions, quorum provisions, etc.

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ARTICLES OF INCORPORATION

Mail Returned Copy to:

(FILL IN THE NAME AND ADDRESS HERE)

William D. Harvey, Esq.
Wisconsin Power and Light Company
222 W. Washington Avenue
Madison, WI 53703

INSTRUCTIONS AND SUGGESTIONS (Continued)

- J. *Article 12.* Have the INCORPORATOR SIGN before a Notary Public. The number of incorporators may be one or more, but all the incorporators listed in the articles must sign. Make sure that both of the copies have ORIGINAL SIGNATURES. Carbon copy, xerox, or rubber stamp signatures are not acceptable. Notary must acknowledge incorporators names exactly as they are listed in Article 12. EXECUTION DATE AND NOTARY DATE MUST MATCH EXACTLY.
- K. Notary public must SIGN AND AFFIX SEAL on both copies of the articles, and complete their statement in the area provided. Make sure that original signatures and seal impressions appear on both copies.
- L. If the document is executed or acknowledged in Wisconsin, sec. 14.38 (14) of the Wisconsin Statutes provides that it shall not be filed unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner.

PREPARATION, FEES AND TRANSMITTAL

- M. Prepare document in DUPLICATE ORIGINAL. Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707). One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county within which the corporation's initial registered office is located, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of the form.
- N. Two SEPARATE REMITTANCES are required.
 - 1) Send a FILING FEE of \$70 (or more) payable to SECRETARY OF STATE with the articles of incorporation. \$70 is the minimum fee and is sufficient for 2,800 shares of no par value stock, or \$56,000 of par value stock. Add \$1.25 more filing fee for each \$1,000 (or fraction thereof) for par value stock in excess of \$56,000, and/or 2½ cents more filing fee for each share of no par value stock in excess of 2,800. Your cancelled check is your receipt for fee payment.
 - 2) Send a RECORDING FEE of \$10 (or more) payable to REGISTER OF DEEDS OF _____ COUNTY, WISCONSIN with the articles of incorporation. Name the county within which the corporation's initial registered office is located. Recording fee for this standard form is \$10. If you append additional pages, add \$2 more recording fee for each additional page. Please furnish the fee for the Register of Deeds in check form to this office and we will transmit it to the Register of Deeds with the document for recording.

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

IES DIVERSIFIED INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 202 of the Iowa Business Corporation Act, the undersigned, acting as incorporator of a corporation, adopts the following Articles of Incorporation for the corporation.

I. The name of this corporation shall be:

IES DIVERSIFIED INC.

II. The street address of the corporation's initial registered office in Iowa and the name of its initial registered agent at that office is:

Steven Carr
200 First Street S.E.
Cedar Rapids, Iowa 52401.

III. The name and address of the incorporator is:

Blake O. Fisher, Jr.
200 First Street S.E.
Cedar Rapids, Iowa 52401

IV. The Corporation shall have authority to issue 1,000,000 shares of Common Stock, no par value. Each issued and outstanding share of Common Stock will entitle the holder to one vote unless provided otherwise by statute.

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V. The Board of Directors shall consist of not less than three (3) nor more than ten (10) directors who need not be shareholders, and the number of directors shall be determined as stated in the Bylaws. At the regular annual meeting, the shareholders shall elect the directors to serve for the next year and until their successors are elected and qualified, unless removed in accordance with the laws of the State of Iowa.

VI. The Board of Directors shall adopt Bylaws for the corporation not inconsistent with these Articles or the laws of the State of Iowa and shall have the power to alter, amend, repeal, or adopt new Bylaws.

Section 1. The Bylaws shall fix the annual meeting of shareholders which shall be held at the principal place of business or any place within the State of Iowa as fixed by the Board; however, other meetings of shareholders may be held at such time and place as fixed by the Board.

VII. SECTION 1. A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 490.833 of the Iowa Business Corporation Act. The Iowa Business Corporation Act is amended to permit the further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Business Corporation Act, as so amended. Any repeal of this section by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation in respect of any act or omission occurring prior to the time of such repeal or modification.

SECTION 2. The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Iowa Business Corporation Act, as amended from time to time. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability

asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section.


BLAKE O. FISHER, JR.

A:Articles

ELAINE BAXTER Secretary of State FILED Date: 2-20-1992 Time: 1:15 Receipt: R194566

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLIANT SERVICES COMPANY**

212193

The undersigned authorized officer of ALLIANT SERVICES COMPANY, an Iowa corporation (the "Corporation") incorporated under the Iowa Business Corporation Act, Chapter 490 of the Code of Iowa, hereby certifies in accordance with all applicable provisions of the Iowa Business Corporation Act as described below:

1. The name of the Corporation prior to any change effected by these Articles of Amendment is ALLIANT SERVICES COMPANY.
2. Article 1 of the Corporation's Articles of Incorporation is amended and restated in its entirety to read as follows:

1. The name of the Corporation is :

ALLIANT ENERGY CORPORATE SERVICES, INC.

3. Article 5 of the Corporation's Articles of Incorporation is amended and restated in its entirety to read as follows:

5. The Board of Directors shall consist of not less than two (2) and not more than ten (10) directors who need not be shareholders, and the number of directors shall be determined as stated in the Bylaws. At the regular annual meeting, the shareholders shall elect the directors to serve for the next year and until their successors are duly elected and qualified, unless removed in accordance with the laws of the State of Iowa.

4. These amendments do not provide for an exchange, reclassification, or cancellation of issued shares.
5. These amendments were approved by the sole shareholder of the Corporation by unanimous written consent on January 15, 1999, with the vote thereon being recorded as follows:

<u>Class</u>	<u>No. of Shares</u>	<u>No. of Shares Voted</u>		
		<u>For</u>	<u>Against</u>	<u>Abstain</u>
Common	100	100	-0-	-0-

6. The effective date of these Articles of Amendment shall be January 29, 1999.

FILED
IOWA
SECRETARY OF STATE

, 1999.

ALLIANT SERVICES COMPANY

By *Pamela J. Wegner*
Pamela J. Wegner, President

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ARTICLES OF INCORPORATION
OF
ALLIANT SERVICES COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Iowa Business Corporation Act, as amended (hereinafter referred to as the "BCA"), adopts the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is:

ALLIANT SERVICES COMPANY

2. The aggregate number of shares that the Corporation is authorized to issue is one hundred (100) shares of common stock, par value \$0.01 per share (hereinafter referred to as the "Common Stock"). Each holder of Common Stock shall have one vote in respect of each share of stock by him or her of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

3. The street address of the Corporation's initial registered office in Iowa and the name of its initial registered agent at that office is:

**Darin D. Smith
200 First Street S.E.
Cedar Rapids, Iowa 52401**

4. The name and address of each incorporator is:

**Darin D. Smith
200 First Street S.E.
Cedar Rapids, Iowa 52401**

5. The Board of Directors shall consist of not less than three (3) and not more than ten (10) directors who need not be shareholders, and the number of directors shall be determined as stated in the bylaws of the Corporation (hereinafter referred to as the "Bylaws"). At the regular annual meeting, the shareholders shall elect the directors to serve for the next year and until their successors are duly elected and qualified, unless removed in accordance with the laws of the State of Iowa.

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6. The Board of Directors shall adopt Bylaws for the Corporation not inconsistent with these Articles of Incorporation or the laws of the State of Iowa and shall have the power to alter, amend, repeal or adopt new Bylaws.

7. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 490.833 of the BCA, as amended from time to time.

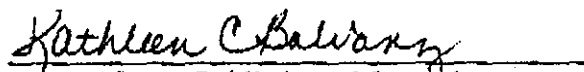
8. The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the BCA, as amended from time to time. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section.

Dated this 8th day of December, 1997


Darin D. Smith, Incorporator

State of Iowa)
) ss
County of Linn)

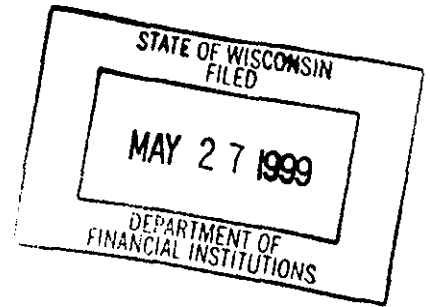
On this 8th day of December, 1997, before me, Kathleen C. Balvanz, personally appeared Darin D. Smith, known to me to be the person named herein and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.


Notary Public in and for said
County and State

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SECRETARY OF STATE
12-8-1997
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W165203



**RESTATED
ARTICLES OF INCORPORATION
OF
ALLIANT ENERGY CORPORATION**



Pursuant to Section 180.1007 of the Wisconsin Business Corporation Law, these Restated Articles of Incorporation shall supersede and take the place of the corporation's heretofore existing Restated Articles of Incorporation and all prior amendments thereto.

ARTICLE I

The name of the corporation is Alliant Energy Corporation.

ARTICLE II

The period of existence of the corporation shall be perpetual.

ARTICLE III

The corporation is organized for the purpose of engaging in any lawful activities within the purposes for which corporations may be organized under Chapter 180 of the Wisconsin Statutes, as amended from time to time.

ARTICLE IV

The corporation shall have authority to issue two hundred million (200,000,000) shares of common stock, \$.01 par value.

ARTICLE V

No holder of any capital stock of the corporation shall have any preemptive right to purchase, acquire to subscribe to any capital stock or other securities issued or sold by the Corporation, including any such capital stock or securities now or hereafter authorized.

ARTICLE VI

The address of the registered office of the Corporation is 222 West Washington Avenue, P. O. Box 2568, Madison, Wisconsin 53701-2568, and the name of the registered agent of the Corporation at such address is Edward M. Gleason.

ARTICLE VII

The corporation reserves the right to increase or decrease its authorized capital stock or any class or series thereof, or to reclassify the same.

ARTICLE VIII


The number of directors constituting the Board of Directors shall be as fixed from time to time by the Bylaws of the Corporation, but shall not be less than seven (7). Each director shall be a stockholder of the Corporation. The directors of the Corporation shall be divided into three classes as nearly equal in number as possible, to serve for staggered three-year terms or until their respective successors are duly elected and qualified. The initial directors of the Corporation shall be those persons who, at the time of the effectiveness of the merger of the Corporation's subsidiary, WPL Acquisitions, Inc., into the Corporation's subsidiary, Wisconsin Power and Light Company, are serving as directors of Wisconsin Power and Light Company, each to hold office for the term for which such person was elected a director of Wisconsin Power and Light Company. Beginning with the Corporation's annual meeting of stockholders in 1988, the successors of the class of directors whose terms shall then expire shall be elected to hold office for a term expiring at the third annual meeting of stockholders after their election or until their respective successors are duly elected and qualified. If, at any annual meeting of stockholders, directors of more than one class are to be elected, each class of directors to be elected at such meeting shall be nominated and voted for in a separate election. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled until the next succeeding annual meeting of stockholders by the majority vote of the directors then in office, even if less than a quorum.

* * *

The undersigned, the duly elected and acting Vice President - Treasurer and Corporate Secretary of Alliant Energy Corporation, a Wisconsin corporation, in accordance with Section 180.1007 of the Wisconsin Business Corporation Law, DOES HEREBY CERTIFY THAT:

1. The name of the corporation is Alliant Energy Corporation.
2. The foregoing Restated Articles of Incorporation were adopted by the corporation's Board of Directors on May 19, 1999 in accordance with Section 180.1007 of the Wisconsin Business Corporation Law and contain an amendment to the corporation's Restated Articles of Incorporation that was adopted by the corporation's Board of Directors on May 19, 1999 in accordance with Section 180.1002 of the Wisconsin Business Corporation Law.

Executed on behalf of the corporation and dated as of this 20th day of May, 1999.



Edward M. Gleason
Vice President - Treasurer and
Corporate Secretary

This instrument was drafted by, and should be returned to, Jay O. Rothman of the firm of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5367.